

(Per ILA Approval Requirements)



CA Approval
X JB Approval

REGIONAL FARE COORDINATION SYSTEM CHANGE ORDER NO. 27

CONTRACTOR: **ERG Transit Systems (USA) Inc.**
CONTRACT NUMBER: **229944**

This Change Order to Contract #229944 ("Change Order") is executed as of 2/19/08, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to execute this Change Order No. 27 and the attached Amendment 24, to modify the Contract Division III, Section 6.III-10, "Integration with Sound Transit TVMs," and Exhibit 9, Price Schedule, Section II, "Equipment Pricing" and Section V, "Integration and Reporting."

Changes

The Agencies and the Contractor hereby agree to the following changes to the Contract.

1.0 Division III Changes

The following sections of Section 6.III-10 are revised to read as follows:

6.III-10 Integration with Sound Transit TVMs

6.III-10.1 Subsystem Description – TVM Integration

Sound Transit has implemented, and is continuing to deploy, new ticket vending machines (Scheidt and Bachmann model FA 2000/TS [touch screen]) with the capability of being retrofitted with RFCS smart card equipment.

The Contractor shall be responsible for supplying RFCS hardware, software and services as described herein to support integration of RFCS smart card functionality into the TVM identified above. Specific Contractor responsibilities include:

- (a) The supply of RFCS smart card read/write equipment including reader/write devices, housings, mounting brackets, mounting hardware, and cabling as agreed with Sound Transit and the TVM Contractor (Scheidt & Bachmann) to interface with Sound Transit TVM's and provide the functionality as described herein (DR 107).
- (b) Supporting the integration of RFCS smart card read/write equipment with the credit/debit card, cash acceptance, and customer display functions of the TVM (DR 107.01) as provided by the TVM Contractor.
- (c) Integrating supplied smart card equipment with the ST communications network to provide connectivity to the RFCS clearinghouse.
- (d) Providing support to Sound Transit and the TVM Contractor to confirm and document the preferred design, identify changes to TVM hardware, software and communications (including the customer interface) required to support RFCS functionality, and support system development and testing.

6.III-10.2 Functional Requirements – TVM Integration

10.2.1 Card Interface Module

- (a) The Contractor shall provide an RFCS card interface module.
- (b) Fare cards shall be revalued using the card interface module.
- (c) The fare card interface shall use contactless technology.

- (d) The Contractor shall provide features in the card interface module for maintaining data integrity and completing the transaction through the contactless interface between the card interface module and card, and between the card interface module and RFCS clearinghouse.

10.2.2 Operation and Functional Requirements

- (a) The Contractor shall provide RFCS smart card hardware, software, and interfaces to:
- (i) Allow customers to conduct an RFCS smart card balance inquiry.
 - (ii) Allow customers to add value and fare products to their RFCS smart cards.
 - (iii) Allow RFCS smart card stored value to be used for the purchase of non-smart card fare media.
 - (iv) Support smart card dispensing at Ticket Vending Machines.
- (b) The TVM (supplied by the TVM Contractor) will provide customer interface, payment, and card dispensing functionality. The Contractor shall provide RFCS equipment, messaging, libraries, drivers, and documentation as required to support integration with customer, payment and card dispensing subsystems of the TVM by the TVM Contractor.

10.2.2.1 Transaction Selection

RFCS smart card hardware and software shall provide messaging and interfaces to support selection of the following at the TVM:

- (a) Transaction type, such as add value or card value/history inquiry.
- (b) Method of payment.
- (c) Desired Agency, when more than one Agency applicable.
- (d) Whether to proceed without a receipt, regardless if a receipt is unavailable.
- (e) If a customer presents a fare card without first selecting a transaction type, the Display shall default to an inquiry response screen.

- i. Withdrawal of the card without any further action shall cause the unit to revert to standby for the next transaction.
 - ii. Selecting a transaction after card presentation shall interrupt the balance inquiry and proceed to next logical step in executing the selected transaction.
- (f) Purchase of non-smart card fare products.
 - (g) Dispensing of a permanent smart card.

10.2.2.2 Card Balance Inquiry

Functionality and interfaces shall be provided to respond to the following balance inquiry requests, and return information to the TVM for display via the customer interface:

- (a) Stored value balance on the card.
- (b) Active passes on the card, by Agency, including validity period or expiration as applicable.
- (c) Active multi-ride products on the card, including remaining rides.

10.2.2.3 Stored Value Load

Functionality and interfaces shall be provided to allow customers to add stored value to the RFCS smart card, using any payment mechanism accepted by the TVM. Functions to be provided include:

- (a) The RFCS hardware and software shall provide messages indicating the starting balance (current value) on the card for display on the TVM customer interface.
- (b) The RFCS hardware and software shall support addition of stored value in an amount selected by the customer through the TVM customer interface.
- (c) The RFCS hardware and software shall execute a stored value load only after the TVM has accepted/approved payment.
- (d) The RFCS hardware and software shall confirm that the load has been executed, and provide messaging to the TVM to display the updated stored value balance on the TVM screen.
- (e) The RFCS hardware and software shall provide messaging to the TVM and RFCS clearinghouse if a load has failed, and shall

provide functionality for the customer to re-attempt the load without additional payment.

10.2.2.4 Pass or Multi-Ride Load

RFCS functionality and interfaces shall be provided to allow customers to add, through the TVM and its interfaces, pass and multi-ride products to the card using any payment mechanism accepted by the TVM. Equipment and software shall support the following:

- (a) For pass or multi-ride transactions, the customer will select the Agency and desired fare product(s) to be purchased.
- (b) The RFCS hardware and software shall read the reduced fare privileges encoded on the card, and automatically determine whether a discount is available for the requested type of fare at the relevant Agency (e.g. youth monthly pass). If so, messages shall be returned to the TVM.
- (c) If a multi-ride product is already loaded on the card but has not been exhausted, functionality shall be provided to display of the starting balance (remaining rides) on the card for display on the TVM customer interface.
- (d) Products shall be loaded only after the TVM has accepted/approved payment.
- (e) The RFCS hardware and software shall confirm that the load has been executed, and provide messaging to the TVM to display the updated stored value balance on the TVM screen.
- (f) The RFCS hardware and software shall provide messaging to the TVM and RFCS clearinghouse if a load has failed, and shall provide functionality for the customer to re-attempt the load without additional payment.

6.III-10.3 Performance Requirements – TVM Integration

- (a) The card reader shall have a reliability of at least 50,000 mean transactions between failures on a reader processing at least 10,000 transactions per month.

6.III-10.4 Physical Requirements – TVM Integration

- (a) The card interface module and any major subassemblies shall have a permanently attached label inscribed with a unique serial number and part number prominently located on the subassembly.

- (b) The card interface module and any major subassemblies shall be modular and easily replaceable with like units.

6.III-10.5 Environmental Requirements – TVM Integration

RFCS equipment shall be designed to operate within the TVM enclosure. When used as part of the TVM, it will operate to the external environmental conditions provided in Figure III-10.1.

6.III-10.6 Data Exchange Requirements – TVM Integration

- (a) RFCS equipment shall communicate to the clearinghouse system through a network to be provided by Sound Transit. An Ethernet connection will be provided to the RFCS equipment.
- (b) Under normal operations, all data transmission shall be initiated automatically.

6.III-10.7 Installation Requirements – TVM Integration

- (a) The Contractor shall provide detailed installation and mounting requirements, including electrical and communications connection requirements (DR 107.04).
- (b) The Contractor shall identify requirements for any required TVM software or hardware modifications.
- (c) The Contractor shall reasonably assist the TVM vendor with determining how to best locate, install and connect RFCS hardware.

6.III-10.8 Testing Requirements and Procedures – TVM Integration

- (a) The Contractor shall be responsible for testing RFCS hardware and software supplied using a suitable test harness within a test environment at the Contractor's facilities. A TVM will not be shipped to the Contractors facilities and all testing will be done using the test harness.
- (b) A minimum of 10,000 transactions shall be conducted.
- (c) Transactions shall be divided evenly among all possible card purchase and load transactions of which the device is capable.
- (d) The transactions shall test all possible payment combinations as feasible in the test environment.
- (e) Stored value amounts, stored pass and stored ride types and amounts, and fare amounts shall be representative of those expected to be employed in the RFCS.

- (f) Detailed information regarding the transaction types, values, and payment methods to be used in the cycling test shall be included in the Detailed Test Procedures and subject to Contract Administrator approval.

2.0 Documentation

The Contractor shall be responsible for updating RFCS design, integration testing, installation, operation, and maintenance documentation provided under this Contract to describe the equipment, software and services provided by the Contractor under this Change Order.

3.0 Compensation Changes

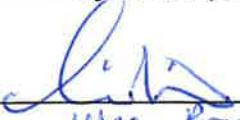
This Change Order 27 shall give rise to no additional compensation except for the cost amounts as specified in Amendment No. 24 which is attached hereto as "CO 27 Attachment A" and which the Parties agree, without further execution, hereby amends Exhibit 9 to the Contract, entitled "Price Schedule".

4.0 Other Terms and Conditions

Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 27 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No. 27 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By: _____
Its: 
Vice President
Date: 11/13/07

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

King County

By: _____
Its: _____
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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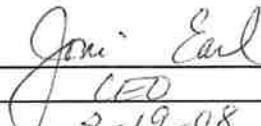
ERG Transit Systems (USA) Inc.

By: 
Its: Vice President
Date: 11/13/07

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: 
Its: CEO
Date: 2-19-08

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

King County

By: _____
Its: _____
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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Its: Vice President
Date: 11/13/07

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Their: _____
On behalf of the Agencies
Date: _____

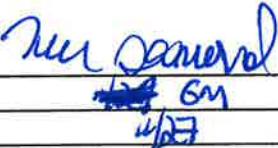
Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

King County

By: 
Its: ~~King Co~~
Date: 11/13/07

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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By: 
Its: Vice President

Date: 11/13/07

The Agencies

By: _____

Their: _____

On behalf of the Agencies

Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: 
Its: CEO
Date: 11/27/07

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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By: 
Its: Vice President

Date: 11/13/07

The Agencies

By: _____

Their: _____

On behalf of the Agencies

Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

King County

By: _____
Its: _____
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: W. Michael Anderson
Its: Executive Director
Date: 11-21-07

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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Its: Vice President

Date: 11/13/07

The Agencies

By: _____
Their: _____

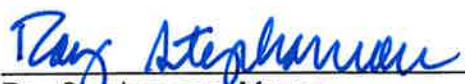
On behalf of the Agencies

Date: _____

Central Puget Sound Regional Transit Authority

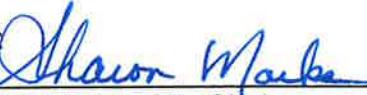
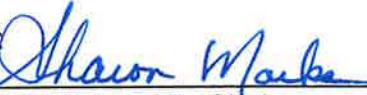
By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: 
Ray Stephanson, Mayor
Date: 12-7-07

King County

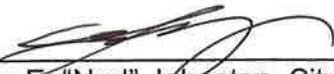
By: _____
Its: _____
Date: _____

ATTEST: 
By: 
Sharon Marks, City Clerk
Date: 12/7/07

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

APPROVED AS TO FORM:

By: 
Elmer E. "Ned" Johnston, City Attorney
Date: 8 Dec 07

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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Its: Vice President
Date: 11/13/07

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By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

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Its: _____
Date: _____

City of Everett ("Everett Transit")

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Ray Stephanson, Mayor
Date: _____

King County

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Its: _____
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ATTEST:

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Sharon Marks, City Clerk
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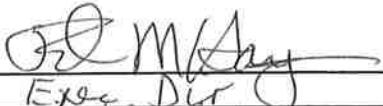
APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: 
Its: Exec Dir
Date: 11/20/07

Washington State Ferries, Washington State Department of Transportation

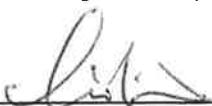
By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

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By: 
Its: Vice President
Date: 11/13/07

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett ("Everett Transit")

By: _____
Ray Stephanson, Mayor
Date: _____

King County

By: _____
Its: _____
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
Elmer E. "Ned" Johnston, City Attorney
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: 
Its: CEO
Date: 12/17/07

Change Order No. 27 - Attachment A

Amendment 24 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 24 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 19th day of February, ^{200₈, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):}

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5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to amend Section V of Exhibit 9, Price Schedule, in connection with the Work described in Change Order 27 to which this is attached.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Section II, Equipment Prices, of Exhibit 9, Price Schedule, is hereby amended to add a new item F.b TVM Second Fare Card Reader/Writer:

F.

INTEGRATION w/ SOUND TRANSIT TVMs	30 or less	31-50	Over 50
a. TVM Kit	\$2,494	\$2,375	\$2,352
	15 or less	16-30	Over 30
b. TVM Second Fare Card Reader/Writer (Second Internal)	\$660	\$628	\$598

Section 2.0 Section V, Integration and Reporting, of Exhibit 9, Price Schedule, is hereby amended to add a new item H:

V. INTEGRATION AND REPORTING

LUMP SUM COST

1. INTEGRATION COSTS

A. (deleted per Change Order No. 5)	
B. Back Office Data integration with existing Agency system(s), including: Back Office client application and hardware	\$246,668
C. RCU Integration	\$86,500
D. Inventory System Software (CARM)	\$72,319
E. DDU – Community Transit Integration (6.iii-6.8.4)	\$70,959
F. DDU – Integration with GFI Farebox (6.III-6.8.2)	\$26,738
G. WSF GAK Integration (6.II – 11.1.2.7)	\$78,816
H. ST TVM – Multiple Product Integration (6.III-10)	\$190,055
TOTAL (A)	772,055

2. REPORTS

A. Standard Reports (as listed in Section 6.III-13)	\$563,812
TOTAL (B)	\$563,812

GRAND TOTAL (A + B):	1,335,867
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